

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

PLUMBERS' & PIPEFITTERS'
LOCAL #562 SUPPLEMENTAL
PLAN & TRUST, *et al.*, On Behalf Of
Themselves And All Others Similarly
Situated,

Plaintiffs,

v.

J.P. MORGAN ACCEPTANCE
CORPORATION I, et al.,

Defendants.

Case No. 08-cv-1713 (PKC)
(WDW)

ECF CASE

CLASS ACTION -
CONSOLIDATED

EXHIBIT A-2

PROOF OF CLAIM

I. GENERAL INSTRUCTIONS

1. To be potentially eligible to recover as a Member of the Class based on your claims in the action entitled *Plumbers' & Pipefitters' Local #562 Supplemental Plan & Trust, et al. v. J.P. Morgan Acceptance Corporation I, et al.*, Case No. 08-CV-1713 (PKC) (WDW) (the "Action"), you must complete and, on page 14 hereof, sign this Proof of Claim Form. If you fail to timely submit a properly addressed (as set forth in paragraph 4 below) Proof of Claim Form, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed settlement of the Action.

2. The capitalized and defined terms used herein shall have the meanings set forth in the Stipulation and Agreement of Settlement, unless otherwise noted.

3. Submission of this Proof of Claim Form, however, does not assure that you will share in the proceeds of the settlement of the Action.

4. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM POSTMARKED ON OR BEFORE SEPTEMBER 9, 2014:**

JP Morgan RMBS Settlement
c/o GCG
P.O. Box 35120
Seattle, WA 98124-5120
(877) 900-6285
www.jpmcertificatesettlement.com

If you are NOT a Member of the Class (as defined below and in the Notice of Pendency of Class Action and Proposed Settlement, Final Approval Hearing, and Motion for Attorneys' Fees and Reimbursement of Litigation Expenses ("Notice")), **DO NOT** submit a Proof of Claim Form.

5. If you are a Member of the Class and you do not timely request exclusion in connection with the proposed Settlement, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.**

II. CLAIMANT IDENTIFICATION

The "Class" is defined as all Persons who purchased or otherwise acquired Certificates¹ pursuant or traceable to the Offerings and were damaged thereby. Excluded from the Class are (1) Defendants and their respective officers, affiliates and directors at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest, except that affiliates and entities in which Defendants have or had a controlling interest other than Investment Vehicles (which are excluded only to the extent provided for in the definition of Investment Vehicles)² are

¹ "Certificate" means each publicly-offered certificate issued in one of the Offerings pursuant or traceable to Defendants' registration statements dated July 29, 2005 (as amended) and December 7, 2005 (as amended) (the "Registration Statements"), and to the prospectus and prospectus supplements that were used to offer or sell each Certificate (together with the Registration Statements, the "Offering Documents"). The CUSIP numbers for the Certificates are appended to Table A of the Plan of Allocation, which is available on the Settlement website: www.jpmcertificatesettlement.com.

² "Investment Vehicle" means any investment company or pooled investment fund, including but not limited to mutual fund families, exchange-traded funds, fund of funds, private equity funds, real estate funds, and hedge funds,

excluded from the Class only to the extent that such entities themselves had a proprietary (*i.e.*, for their own account) interest in the Certificates and not to the extent that they held the Certificates in a fiduciary capacity or otherwise on behalf of any third-party client, account, fund, trust, or employee benefit plan that otherwise falls within the Class; (2) Persons that have separately asserted and/or pursued their claims against Defendants, including by filing individual actions and/or privately entering into confidential tolling agreements with Defendants, as such Persons are identified on Appendix 1 to the Stipulation. (If you are not sure if you are a Person identified in Appendix 1, please call the Claims Administrator.) Also excluded from the Class are any persons or entities who exclude themselves by filing a valid request for exclusion in accordance with the requirements set forth in the Notice.

If you have documents evidencing transactions in the Certificates in your own name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or acquired the Certificates at issue and the transactional document(s) was/were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of the Proof of Claim Form – entitled “Claimant Identification” – to identify each purchaser of record (“nominee”), if different from the purchaser or acquirer of the Certificates which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS OF THE CERTIFICATES UPON WHICH THIS CLAIM IS BASED.**

in which any Defendant has or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor, general partner, managing member, or other similar capacity; provided, however, that any Claim submitted by an Investment Vehicle shall be pro-rated in accordance with the amount owned by the Defendants and their affiliates.

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The last four digits of the Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this Proof of Claim and Release – entitled “Transactions in J.P. Morgan Mortgage Pass-Through Certificates” – to supply all required details of your transaction(s) in the Certificates, including any information concerning the exchange of one class or classes of Certificates for another class or classes of Certificates. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to all of your purchases, acquisitions, and all of your sales of such Certificates whether such transactions resulted in a profit or loss. Failure to report all requested information may result in the rejection of your claim. You must include all information concerning any transactions in the Certificates; failure to include information concerning all transactions in the Certificates could disqualify your Claim.

List each transaction, by Certificates, separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

Copies of broker confirmations or other documentation of your transactions in the Certificates should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. Each transaction, including any exchange, must be fully and adequately documented.

J.P. Morgan Mortgage Pass-Through Certificates Litigation

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last) / Joint Owner's Name

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

(Daytime)

Area Code

Telephone Number

(Evening)

Area Code

Telephone Number

Email Address

Last 4 digits of Claimant's Social Security Number/Taxpayer Identification Number

Record Owner's Name (if known and different from Beneficial Owner listed above)

Check appropriate box (check only one box):

- | | | |
|---|--|---------------------------------------|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> Joint Owners | <input type="checkbox"/> Pension Plan |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Partnership | <input type="checkbox"/> Trust |
| <input type="checkbox"/> IRA | <input type="checkbox"/> Other (describe: _____) | |

NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (*e.g.*, a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (*e.g.*, a corporation with multiple brokerage accounts should include all

transactions in the Certificates) on one Proof of Claim, no matter how many accounts the transactions were made in.

NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants **MUST** submit a manually signed paper Proof of Claim Form, whether or not they also submit electronic copies, either listing all their transactions or including a notation to see corresponding electronic file for all transactions. If you wish to file your claim electronically, you must contact the Claims Administrator at (877) 900-6285, or visit their website at www.jpmmcificatesettlement.com, to obtain the required file layout. Electronic files may be submitted to eClaim@gcginc.com. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Proceed to Part II of this Proof of Claim.

**PART II: TRANSACTIONS IN J.P. MORGAN MORTGAGE
PASS-THROUGH CERTIFICATES**

A. PURCHASES AND ACQUISITIONS: List all purchases and acquisitions of the Certificates. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) <u>Month/Day/Year</u>	<u>CUSIP</u>	<u>Face Value</u>	<u>Price* Total Cost*</u>	<u>Were these Certificates Exchanged?*</u>	
				<u>YES</u>	<u>NO</u>
				<input type="checkbox"/>	<input type="checkbox"/>
___/___/___	___	\$___	\$___	<input type="checkbox"/>	<input type="checkbox"/>
___/___/___	___	\$___	\$___	<input type="checkbox"/>	<input type="checkbox"/>
___/___/___	___	\$___	\$___	<input type="checkbox"/>	<input type="checkbox"/>

* excluding commissions, transfer taxes or other fees

B. SALES: List all sales of the Certificates. Be sure to attach the required documentation.

Trade Date(s) (List Chronologically) <u>Month/Day/Year</u>	<u>CUSIP</u>	<u>Face Value</u>	<u>Price* Total Proceeds*</u>	<u>Were these Certificates Exchanged?*</u>	
				<u>YES</u>	<u>NO</u>
				<input type="checkbox"/>	<input type="checkbox"/>
___/___/___	___	\$___	\$___	<input type="checkbox"/>	<input type="checkbox"/>
___/___/___	___	\$___	\$___	<input type="checkbox"/>	<input type="checkbox"/>
___/___/___	___	\$___	\$___	<input type="checkbox"/>	<input type="checkbox"/>

* excluding commissions, transfer taxes or other fees

** If your Certificates were exchanged, please complete and return the form entitled "Part II Continued: Schedule of Exchanged Certificates," which can be found on the website (www.jpmmcetificatesettlement.com). You will need to provide the following for each such exchange: CUSIP exchanged, date of exchange, face value exchanged, CUSIP(s) of securities received in the exchange, and face value(s) of each class of certificate received.

You should not include in the schedule of "sales" transactions payments of principal received ("paydowns") as distributions in connection with ownership of any Certificates.

C. UNSOLD MORTGAGE PASS-THROUGH CERTIFICATES AT THE DATE SUIT WAS BROUGHT AND THROUGH DATE OF SUBMISSION OF CLAIM FORM (see Table A to the Plan of Allocation for information about the applicable Date of Suit): Claimants must indicate their ownership of any Certificates as of the applicable Date of Suit and, if still held, as of the date of submission of this Claim Form. Accordingly, please state the CUSIP and Face Value of any Certificates that the Claimant still owned as of the (i) applicable Date of Suit (as set forth for each Certificate in Table A to the Plan of Allocation), and (ii) Date of Submission of this Claim Form:

_____:	<u>CUSIP</u>	<u>Face Value</u>
(Date of Suit)	_____	_____

_____	_____
_____	_____

_____:	<u>CUSIP</u>	<u>Face Value</u>
(Date of Suit)	_____	_____

_____	_____
_____	_____

_____:	<u>CUSIP</u>	<u>Face Value</u>
(Date of Suit)	_____	_____

_____	_____
_____	_____

Date of Submission Of Claim Form	<u>CUSIP</u>	<u>Face Value</u>
	_____	_____

_____	_____
_____	_____

Be sure to attach the required documentation for each transaction or holding identified in this Proof of Claim. **As set forth in the Plan of Allocation, if you purchased certain exchangeable certificates, such exchange transactions must be identified in this Claim, where the Certificate(s) surrendered is (are) identified as a Sale, on the date of exchange, at a price of \$0.00, and the Certificate(s) received is (are) identified as a Purchase, on the date of exchange at a price of \$0.00.**

**IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS, PLEASE
PHOTOCOPY THIS PAGE, WRITE YOUR NAME ON THE COPY AND CHECK THIS**

BOX:

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**IF YOU DO NOT CHECK THIS BOX, THESE ADDITIONAL PAGES MAY NOT BE
REVIEWED.**

Proceed to Part III.

PART III: RELEASE OF CLAIMS AND SIGNATURE

Definitions

“Effective Date,” as defined in the Stipulation and Agreement of Settlement (the “Stipulation”), means the latest date when all of the following shall have occurred:

- (a) entry of the Preliminary Approval Order;
- (b) approval by the Court of the Settlement following notice to the Class and a hearing in accordance with Rule 23 of the Federal Rules of Civil Procedure; and
- (c) entry by the Court of an Order and Final Judgment and the expiration of any time for appeal or review of the Order and Final Judgment, or, if any appeal is filed and not dismissed, after the Order and Final Judgment is upheld on appeal in all material respects and is no longer subject to review upon appeal or review by certiorari or otherwise, and the time for any petition for reargument, appeal or review, by certiorari or otherwise, has expired, or, in the event that the Court enters an Alternative Judgment and none of the Settling Parties elects to terminate this Settlement, the date that such Alternative Judgment becomes final and no longer subject to appeal or review, by certiorari or otherwise, and the time for any petition for reargument, appeal or review, by certiorari or otherwise, has expired.

“Individual Defendants” means David M. Duzyk, Louis Schioppo, Christine E. Cole and Edwin F. McMichael.

“Order and Final Judgment” means the order(s) and final judgment(s) to be entered in this Action pursuant to ¶33 of the Stipulation, substantially in the form of Exhibit B attached thereto.

“Defendants” means J.P. Morgan Securities Inc. (now known as J.P. Morgan Securities LLC); J.P. Morgan Acceptance Corporation I; and the Individual Defendants.

“Released Claims” means all claims and causes of action of every nature and description, whether known or Unknown, whether arising under federal, state, common or foreign law, that relate to the purchase, other acquisition, sale, or holding of the Certificates sold in the Offerings and that Lead Plaintiff or any other Member of the Class (a) asserted in the Complaint, or (b) could have asserted in any forum that arise out of or are based upon the allegations, transactions, facts, matters or occurrences, or representations or omissions involved, set forth, or

referred to in the Complaint. “Released Claims” shall not include derivative claims, including contractual claims, belonging to the issuing trusts. Nothing in the Stipulation shall be construed to suggest or imply that any derivative claims exist or have merit.

“Released Parties” means: (a) the Defendants; and (b) the Defendants’ current and former officers, directors, agents, parents, affiliates, subsidiaries, successors, predecessors, assigns, assignees, employees, and attorneys, in their respective capacities as such.

“Released Parties’ Claims” means: any and all claims and causes of action of every nature and description, whether known or Unknown, whether arising under federal, state, common or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against the Defendants in the Action, except for claims relating to the enforcement of the Settlement, against Lead Plaintiff, Lead Counsel, or any other Class Member.

“Unknown Claims” means: any and all Released Claims that Lead Plaintiff and/or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties, and any Released Parties’ Claims that the Released Parties do not know or suspect to exist in his, her or its favor, which if known by him, her or it might have affected his, her or its settlement with and release of the Released Parties (or Lead Plaintiff, as appropriate), or might have affected his, her or its decision not to object to this Settlement or not exclude himself, herself or itself from the Class. With respect to any and all Released Claims and Released Parties’ Claims, the parties stipulate and agree that, upon the Effective Date, Lead Plaintiff and Defendants shall expressly waive, and each Class Member and Released Party shall be deemed to have waived, and by operation of the Order and Final Judgment shall have expressly waived, to the fullest extent permitted by law, any and all provisions, rights and benefits conferred by Cal. Civ. Code § 1542, and any law of any state or territory of the United

States, or principle of common law, or the law of any foreign jurisdiction, that is similar, comparable or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff shall expressly, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally and forever settled and released any and all Released Claims, known or Unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including conduct which is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiff and Defendants acknowledge, and Class Members and Released Parties by law and operation of the Order and Final Judgment shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Claims and Released Parties’ Claims was separately bargained for and was a material element of the Settlement.

The Release

I (We) understand and acknowledge that without further action by anyone, on and after the Effective Date, each Class Member shall be deemed to have, and by operation of law and of the Order and Final Judgment shall have fully, finally, and forever released, relinquished, waived, discharged and dismissed each and every Released Claim (including Unknown Claims)

against each and all of the Released Parties, regardless of whether or not such Class Member executes and delivers a Proof of Claim.

SIGNATURE AND CERTIFICATIONS

By signing and submitting this Proof of Claim Form, the Claimant(s) or the person(s) who represents the Claimant(s) certifies, as follows:

I (We) submit this Proof of Claim Form under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Eastern District of New York, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I (we) am (are) bound by and subject to the terms of any Judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or acquisitions of the Certificates as defined in the definition of the Class and alleging the Released Claims and know of no other person having done so on my (our) behalf.

I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever release, relinquish, waive, discharge and dismiss each and every Released Claim (including Unknown Claims) against each and all the "Released Parties" as defined above,

I (We) hereby acknowledge that the Claimant(s) is a (are) Class Member(s), as defined herein and in the Notice, and

1. that I (we) have not filed a request for exclusion from the Class and that I (we) do not know of any request for exclusion from the Class filed on my (our) behalf with respect to my (our) transactions in the Certificates at issue herein;

2. that I (we) own(ed) the Certificates identified in the Proof of Claim, or that, in signing and submitting this Proof of Claim, I (we) have the authority to act on behalf of the

owner(s) thereof;

3. that Claimant(s) may be eligible to receive a distribution from the Net Settlement Fund;

4. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the parties, the Claims Administrator or the Court may require;

5. that I (we) have included information requested above about all of my (our) transactions in the Certificates at issue; and

6. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

I (We) declare, under penalty of perjury under the laws of the United States of America, that the statements made and answers given in this Proof of Claim are true and correct and that the documents submitted herewith are true and genuine.

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Print Name of Person Completing Form

Date

Capacity of Person Signing (Executor, President, Trustee, etc.)

REMINDER CHECKLIST

- * Please sign the Certification Section of the Proof of Claim and Release form.
- * If this Claim is being made on behalf of Joint Claimants, then both must sign.
- * Please remember to attach supporting documents.
- * **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
- * Keep a copy of your Proof of Claim and Release Form and all documentation submitted for your records.
- * If you want to receive an acknowledgment of the Claims Administrator's receipt of your Claim Form, please send it by Certified Mail, or call the Claims Administrator to confirm receipt. The contact information for the Claims Administrator is:

JP Morgan RMBS Settlement
c/o GCG
P.O. Box 35120
Seattle, WA 98124-5120

(877) 900-6285

www.jpmcertificatesettlement.com

- * If you move, please send your new address to the above address.

Do not use highlighter on the Proof of Claim and Release form or supporting documentation.

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN SEPTEMBER 9, 2014, AND MUST BE MAILED TO:

JP Morgan RMBS Settlement
c/o GCG
P.O. Box 35120
Seattle, WA 98124-5120

(877) 900-6285

www.jpmcertificatesettlement.com

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE